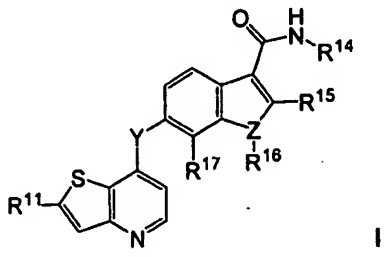
Amendments to the Claims

This listing of claims will replace all prior versions and listings of claims in the application:

1-51. (Canceled).

52. (Previously Presented) A compound represented by the formula I:



I

wherein:

Y is –NH-, -O-, -S-, or $–CH_2$-;

Z is -O- or -N-;

R^{14} is a C_1-C_6 alkyl, C_1-C_6 alkylamino, C_1-C_6 alkylhydroxy, C_3-C_{10} cycloalkyl, C_1-C_6 alkyl C_3-C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1-C_6 alkyl group unsubstituted or substituted by one or more R^5 groups;

R^{16} is H or a C_1-C_6 alkyl group when Z is N, and R^{16} is absent when Z is –O-;

R^{11} is H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-C(O)NR^{12}R^{13}$, $-C(O)(C_6$-C_{10} aryl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tNR^{12}R^{13}$, $-SO_2NR^{12}R^{13}$ or $-CO_2R^{12}$, wherein said C_1-C_6 alkyl, $-C(O)(C_6$-C_{10} aryl), $-(CH_2)_t(C_6$-C_{10} aryl), and $-(CH_2)_t$(5 to 10 membered heterocyclic) moieties of the said R^{11} groups are unsubstituted or substituted by one or more R^5 groups;

each R^5 is independently selected from halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-OR^9$, $-SO_2NR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_1-C_6 alkylamino, $-(CH_2)_jO(CH_2)_qNR^6R^7$, $-(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_tOR^9$, $-S(O)_j(C_1$-C_6 alkyl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_tO(CH_2)_j(C_6$-C_{10} aryl), $-(CH_2)_tO(CH_2)_q$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_jNR^7(CH_2)_qNR^6R^7$, $-(CH_2)_jNR^7CH_2C(O)NR^6R^7$, $-(CH_2)_jNR^7(CH_2)_qNR^9C(O)R^8$, $(CH_2)_jNR^7(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_jNR^7(CH_2)_qS(O)_j(C_1$-$C_6$ alkyl), $-(CH_2)_jNR^7(CH_2)_tR^6$, $-SO_2(CH_2)_t(C_6$-C_{10} aryl), and $-SO_2(CH_2)_t$(5 to 10 membered heterocyclic), the $-(CH_2)_q$- and $-(CH_2)_t$- moieties of the said R^5 groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R^5 groups are unsubstituted or substituted with one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido,

-OH, -C(O)R^8, -C(O)OR^8, -OC(O)R^8, -OC(O)OR^8, -NR^6C(O)R^7, -C(O)NR^6R^7, -$(CH_2)_t$NR^6R^7, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_t$(C_6-C_{10} aryl), -$(CH_2)_t$(5 to 10 membered heterocyclic), -$(CH_2)_t$O$(CH_2)_q$OR^9, and -$(CH_2)_t$OR^9;

each R^6 and R^7 is independently selected from H, OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_t$(C_6-C_{10} aryl), -$(CH_2)_t$(5 to 10 membered heterocyclic), -$(CH_2)_t$O$(CH_2)_q$OR^9, -$(CH_2)_t$CN$(CH_2)_t$OR^9, -$(CH_2)_t$CN$(CH_2)_t$$R^9$ and -$(CH_2)_t$OR^9, and the alkyl, aryl and heterocyclic moieties of the said R^6 and R^7 groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido, -C(O)R^8, -C(O)OR^8, -CO(O)R^8, -OC(O)OR^8, -NR^9C(O)R^{10}, -C(O)NR^9R^{10}, -NR^9R^{10}, C_1-C_6 alkyl, -$(CH_2)_t$(C_6-C_{10} aryl), -$(CH_2)_t$(5 to 10 membered heterocyclic), -$(CH_2)_t$O$(CH_2)_q$OR^9, and -$(CH_2)_t$OR^9, where when R^6 and R^7 are both attached to the same nitrogen, then R^6 and R^7 are not both bonded to the nitrogen directly through an oxygen;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_t$(C_6-C_{10} aryl), and -$(CH_2)_t$(5 to 10 membered heterocyclic);

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

each R^9 and R^{10} is independently selected from H, -OR^6, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl; and

each R^{12} and R^{13} is independently selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_t$(C_3-C_{10} cycloalkyl), -$(CH_2)_t$(C_6-C_{10} aryl), -$(CH_2)_t$(5 to 10 membered heterocyclic), -$(CH_2)_t$O$(CH_2)_q$OR^9, and -$(CH_2)_t$OR^9, and the alkyl, aryl and heterocyclic moieties of the said R^{12} and R^{13} groups are unsubstituted or substituted with one or more substituents independently selected from R^5, or R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl rings are unsubstituted or substituted with one or more R^5 substituents, where R^{12} and R^{13} are not both bonded to the nitrogen directly through an oxygen;

or pharmaceutically acceptable salts or solvates thereof.

53. (Previously presented) The compound, salt, or solvate of claim 52, wherein R^{11} is -$(CH_2)_t$(5 to 10 membered heterocyclic), -C(O)N$R^{12}R^{13}$, -$(CH_2)_t$N$R^{12}R^{13}$, -SO_2N$R^{12}R^{13}$ or -CO_2R^{12}.

54. (Previously presented) The compound of claim 53, wherein R^{11} is -$(CH_2)_t$(5 to 10 membered heterocyclic), -C(O)N$R^{12}R^{13}$, -SO_2N$R^{12}R^{13}$ or -CO_2R^{12}.

55. (Previously presented) The compound of claim 54, wherein R^{11} is -$(CH_2)_t$(5 to 10 membered heterocyclic) or -C(O)N$R^{12}R^{13}$.

56. (Previously presented) The compound of claim 55, wherein R^{11} is $-C(O)NR^{12}R^{13}$, wherein R^{12} and R^{13} are independently selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_3$-C_{10} cycloalkyl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$.

57. (Previously presented) The compound of claim 56, wherein R^{11} is $-C(O)NR^{12}R^{13}$, and wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted by 1 to 5 R^5 substituents.

58. (Previously presented) The compound of claim 57, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

59. (Previously presented) The compound of claim 58, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

60. (Previously presented) The compound of claim 59, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl or piperidinyl ring, wherein said pyrrolidinyl or piperidinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

61. (Previously presented) The compound of claim 60, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl ring, wherein said pyrrolidinyl is unsubstituted or substituted with 1 to 5 R^5 substituents.

62. (Previously presented) The compound of claim 61, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidin-1-yl ring, wherein said pyrrolidin-1-yl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

63. (Previously presented) The compound of claim 55, wherein R^{11} is a -$(CH_2)_t$(5 to 10 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

64. (Previously presented) The compound of claim 63, wherein R^{11} is a -$(CH_2)_t$(5-8 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

65. (Previously presented) The compound of claim 64, wherein R^{11} is a -$(CH_2)_t$(5 or 6 membered heterocyclic) group is unsubstituted or substituted with 1 to 5 R^5 groups.

66. (Previously presented) The compound of claim 65, wherein R^{11} is a -$(CH_2)_t$(5 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

67. (Previously presented) The compound of claim 66, wherein R^{11} is a thiazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.

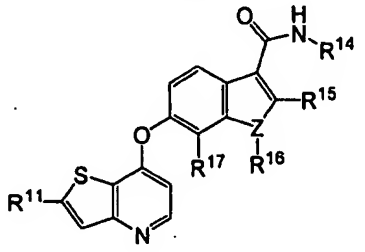
68. (Previously presented) The compound of claim 66, wherein R^{11} is an imidazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.

69. (Previously presented) The compound of claim 52, wherein R^{16} is a C_1-C_6 alkyl group.

70. (Previously presented) The compound of claim 69, wherein R^{16} is methyl.

71. (Previously presented) The compound of claim 52, wherein R^{14} is methyl.

72. (Previously Presented) A compound represented by the formula II:



II

wherein:

Z is -O- or -N-;

R^{14} is a C_1-C_6 alkyl, C_1-C_6 alkylamino, C_1-C_6 alkylhydroxy, C_3-C_{10} cycloalkyl, C_1-C_6 alkyl C_3-C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1-C_6 alkyl group;

R^{16} is H or a C_1-C_6 alkyl group when Z is –N- and R^{16} is absent when Z is –O-;

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R^{11} is a heteroaryl group unsubstituted or substituted by one or more halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-OR^9$, $-SO_2NR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_jO(CH_2)_qNR^6R^7$, $-(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_tOR^9$, $-S(O)_j(C_1$-C_6 alkyl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_tO(CH_2)_j(C_6$-C_{10} aryl), $-(CH_2)_tO(CH_2)_q$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_jNR^7(CH_2)_qNR^6R^7$, $-(CH_2)_jNR^7CH_2C(O)NR^6R^7$, $-(CH_2)_jNR^7(CH_2)_qNR^9C(O)R^8$, $-(CH_2)_jNR^7(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_jNR^7(CH_2)_qS(O)_j(C_1$-$C_6$ alkyl), $-(CH_2)_jNR^7$ $-(CH_2)_tR^6$, $-SO_2(CH_2)_t(C_6$-C_{10} aryl), and $-SO_2(CH_2)_t$(5 to 10 membered heterocyclic), the $-(CH_2)_q$- and $-(CH_2)_t$- moieties of the said R^5 groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R^5 groups are unsubstituted or substituted with one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido, -OH, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-(CH_2)_tNR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$;

each R^6 and R^7 is independently selected from H, OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_t$ $CN(CH_2)_tOR^9$, $-(CH_2)_tCN(CH_2)_tR^9$ and $-(CH_2)_tOR^9$, and the alkyl, aryl and heterocyclic moieties of the said R^6 and R^7 groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-CO(O)R^8$, $-OC(O)OR^8$, $-NR^9C(O)R^{10}$, $-C(O)NR^9R^{10}$, $-NR^9R^{10}$, C_1-C_6 alkyl, $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$, where when R^6 and R^7 are both attached to the same nitrogen, then R^6 and R^7 are not both bonded to the nitrogen directly through an oxygen;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), and $-(CH_2)_t$(5 to 10 membered heterocyclic);

each R^9 and R^{10} is independently selected from H, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl;

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

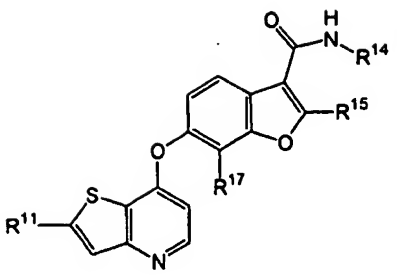
or pharmaceutically acceptable salts or solvates thereof.

73. (Previously presented) The compound of claim 72, wherein R^{16} is a C_1-C_6 alkyl group.

74. (Previously presented) The compound of claim 73, wherein R^{16} is methyl.

75. (Previously presented) The compound of claim 72, wherein R^{14} is methyl.

76. (Currently Amended) A compound represented by the formula **IV**:



IV

wherein:

R^{14} is a C_1-C_6 alkyl, C_1-C_6 alkylamino, C_1-C_6 alkylhydroxy, C_3-C_{10} cycloalkyl, C_1-C_6 alkyl C_3-C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1-C_6 alkyl group;

R^{11} is a heterocyclic or a heteroaryl group unsubstituted or substituted by one or more groups selected from -C(O)OR^8, C_1-C_6 alkyl, and -$(CH_2)_t OR^9$;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, -$(CH_2)_t$(C_6-C_{10} aryl), and -$(CH_2)_t$(5 to 10 membered heterocyclic);

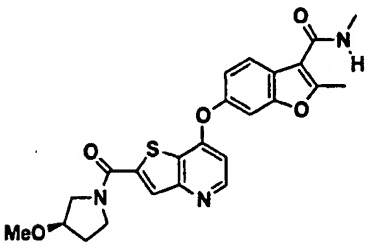
each R^9 is independently selected from H, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl; and

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

or pharmaceutically acceptable salts or solvates thereof.

77. (Previously presented) The compound of claim 76, wherein R^{14} is methyl.

78. (Previously presented) A compound selected from the group consisting of:



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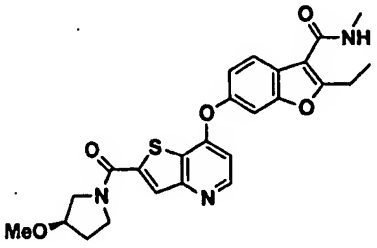

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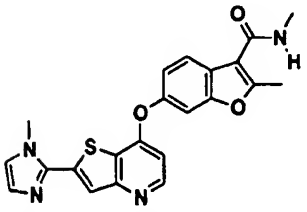
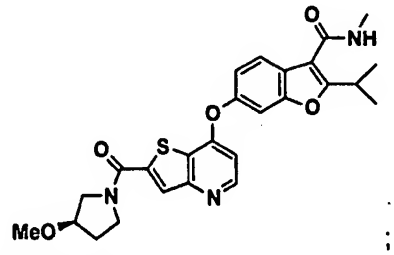


; and



;

or a pharmaceutically acceptable salt or solvate thereof.

79. (Previously presented) A compound selected from the group consisting of:

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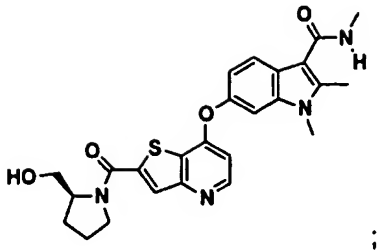

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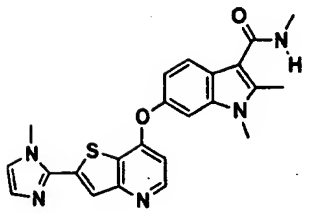

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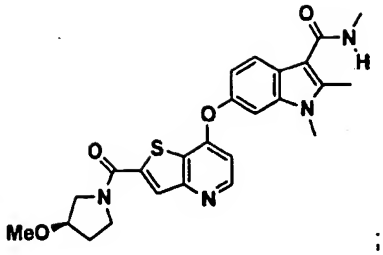

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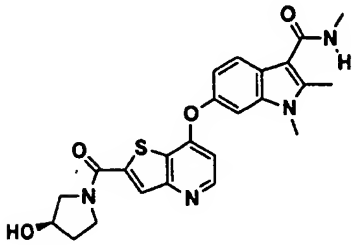

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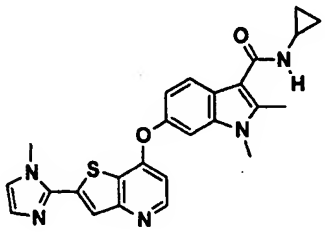

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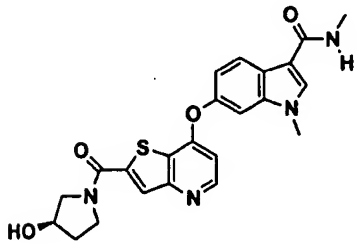

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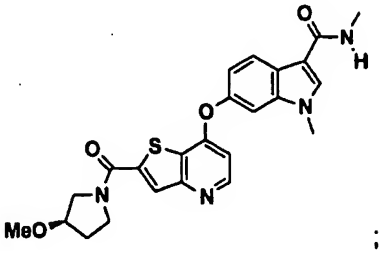

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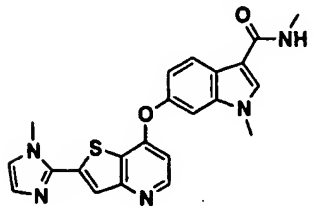
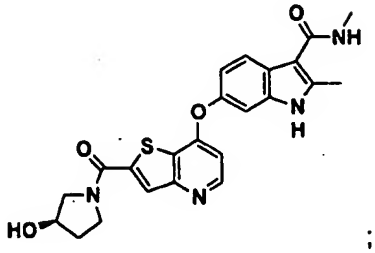


; and



;

or a pharmaceutically acceptable salt or solvate thereof.

80-101. (Canceled).

102. (Previously presented) The compound of claim 52, wherein R^{14} is cyclopropyl.

103. (Previously presented) The compound of claim 72, wherein R^{14} is cyclopropyl.